

**BURLINGTON NORTHERN INC.**

October 15, 1984

RECORDATION NO. **6032-F** Filed 1425

**OCT 19 1984 1 05 PM**

INTERSTATE COMMERCE COMMISSION

**4-293A130**

James H. Bayne, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. **OCT 19 1984**

Fee \$ **10.00**

ICC OFFICE OF  
THE SECRETARY  
**OCT 19 1 53 PM '84**  
MOTOR OPERATING UNIT

Dear Secretary Bayne:

ICC Washington, D.C.

Enclosed for filing pursuant to Section 11303 of the Interstate Commerce Act are three counterparts of the Bill of Sale by which all right, title and interest in and to the presently existing equipment covered by the Great Northern Railway Third Equipment Trust of 1968 is conveyed to Burlington Northern Railroad Company.

The Agreement constituting the above Equipment Trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned recordation numbers as follows:

Great Northern Railway Third Equipment Trust of 1968 dated as of December 1, 1968 with Burlington Equipment Company as builder was recorded with the Interstate Commerce Commission on December 19, 1968 - ICC Recordation No. 6032.

A general description of the equipment covered by the enclosed Bill of Sale is described in Schedule "A" of said document.

The names and addresses of the parties to this transaction are:

Citibank, N.A.  
Corporate Trust Department  
5 Hanover Square  
New York, NY 10043

Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Ft. Worth, TX 76102

The \$10.00 recordation fee for your services is enclosed.

Letter to Secretary Bayne  
Page 2

Please stamp the enclosed copy of this letter and two counterparts of the agreement with the recordation data of the Commission and return it to the bearer of this letter:

Mr. Greg Rhoads  
Kunkel Transportation Services, Inc.  
Pennsylvania Building, Suite 523  
425 - 13th Street, N.W.  
Washington, D.C.

Very truly yours,



Deborah Blucher  
Secretary to the  
Law Department  
(206) 467-3869

Enclosures

DSB:db

DEC 4 1969 -2 10 PM

RECEIVED  
DEC 4 1 15 PM '69  
I.C.C.  
FEE OPERATION BR.

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT dated as of August 1, 1969,  
between MANUFACTURERS HANOVER TRUST COMPANY, a  
corporation duly organized and existing under the  
laws of the State of New York, as Trustee (herein-  
after called the "Trustee"), and TRAILER TRAIN COMPANY,  
a corporation duly organized and existing under the  
laws of the State of Delaware (hereinafter called the  
"Company").

WHEREAS, by Equipment Trust Agreement, Series 21, dated as of  
February 15, 1969, between the Trustee and the Company, which was recorded  
with the Interstate Commerce Commission on February 24, 1969, pursuant to  
Section 20c of the Interstate Commerce Act, financing was provided for the  
equipment set forth therein;

WHEREAS, the equipment described in Schedule A attached hereto, (said  
equipment hereinafter called "Destroyed Equipment");

WHEREAS, the Company desires to purchase the equipment described in  
Schedule B attached hereto (hereinafter called "Substituted Equipment") as  
provided in Section 4.06 of the Trust Agreement;

NOW THEREFORE, THIS SUPPLEMENTAL AGREEMENT WITNESSETH:

Title to the Destroyed Equipment is hereby assigned and transferred  
to the Company by the Trustee and is no longer subject to the terms and con-  
ditions of the Trust Agreement.

The Substituted Equipment is hereby subject to the terms and condi-  
tions of the Trust Agreement in compliance with Section 4.03 thereof.

Except as herein amended, the Trust Agreement remains in full force  
and effect.

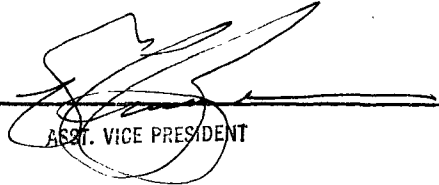
The Company will cause this Supplemental Agreement to be recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act.

This Supplemental Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.


IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

MANUFACTURERS HANOVER TRUST COMPANY,  
Trustee, as aforesaid

By

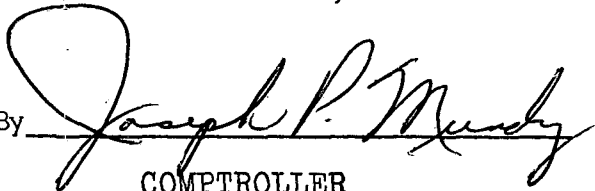
  
ASST. VICE PRESIDENT

ATTEST:

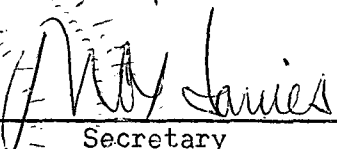
  
ASSISTANT SECRETARY

TRAILER TRAIN COMPANY,

By

  
COMPTROLLER

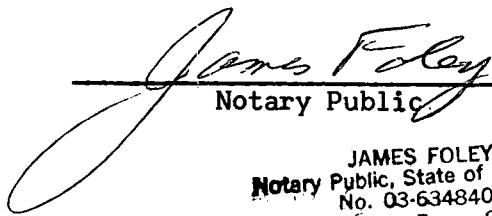
ATTEST:

  
Secretary

CITY OF NEW YORK       )  
                              )  
COUNTY OF NEW YORK    )   ss.

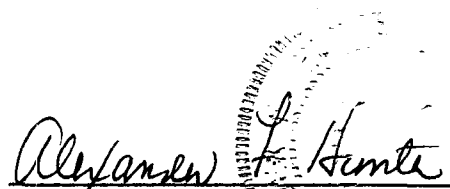
On this 26<sup>th</sup> day of November 19 69, before me personally  
appeared           T. C. CRANE                               , to me personally known, who,  
being by me duly sworn, says that he is   ASST. VICE PRESIDENT

of Manufacturers Hanover Trust Company,  
that one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of Directors and he  
acknowledged that the execution of the foregoing instrument was the free act  
and deed of said corporation.

  
\_\_\_\_\_  
Notary Public  
JAMES FOLEY  
Notary Public, State of New York  
No. 03-6348400  
Qualified in Bronx County  
Certificate filed in New York County  
Commission Expires March 30, 1970

COMMONWEALTH OF PENNSYLVANIA )  
 )  
COUNTY OF PHILADELPHIA ) ss.

On this *20th* day of *November*, 196*9*, before me personally appeared, **Joseph P. Mundy**, to me personally known, who being by me duly sworn, says that he is **COMPTROLLER** of Trailer Train Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



ALEXANDER F. HUNTER  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires February 10, 1973

SCHEDULE A

Type

Value

Hydraulic draft gear refund

\$24,580.00



SCHEDULE B

Type

Quantity

Company's  
Car Number

89'4" Standard flat car, without  
components except hydraulic draft  
gears and couplers

1

962254